

CHICAGO AND



TRANSPORTATION COMPANY

May 26, 1988

OFFICE OF THE SECRETARY

DIRECT DIAL NUMBER

312/559-6158

File No.: 60-3594

Ms. Noretta McGee
Secretary
Interstate Commerce Commission
Washington, DC 20434

MAY 31 1988 10 25 AM

INTERSTATE COMMERCE COMMISSION

No. 8-152A030

MAY 31 1988

FEE \$ 26.00

MAY 31 1988 10 25 AM

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

Dear Ms. McGee:

Please refer to the Mortgage Indenture and Deed of Trust, Assignment of Leases and Rents, Security Agreement and Financing Statement A dated as of June 29, 1983 between Midwestern Railroad Properties, Inc., as Mortgagor and The First National Bank of Chicago as Mortgagee assigned recordation number 14082 filed pursuant to Section 11303 (formerly Section 20(c)) of the Interstate Commerce Act..

Attached for recordation in relation to the formentioned Indentures are four (4) counterparts of Deed of Release executed by the First National Bank of Chicago dated May 10, 1988 covering the equipment described on Schedule A.

Also attached for recordation in relation to the forementioned Indenture are Counterparts of a Bill of Sale dated as of April 25, 1988, covering sale by this Company of the equipment listed on Schedule A.

The names and addresses of the parties to the transaction are as follows:

1. North Western Leasing Co., One North Western Center, Chicago, IL 60606
2. This Company, One North Western Center, Chicago, IL 60606

Enclosed are two (2) checks for \$13.00 each to cover your recording fee. Please Deed of Release first and cross index under parties as named in the Deed for the Bill of Sale. Kindly retain one counterpart of each document for your files and return the remaining items each showing your recordation data.

Sincerely,

Lisa M. Fanelli

Lisa M. Fanelli
Assistant Secretary

Enclosures

cc: J. G. Marski
R. S. Morgan
K. M. Lange
Arthur Andersen & Co.
ATTN: Daniel Doyle

csd5/6(2)

Interstate Commerce Commission

Washington, D.C. 20423

5/31/88

OFFICE OF THE SECRETARY

Lisa M. Fanelli

Assist. Secretary

Chicago & North Western Transp. Co.

One North Western Center

Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/31/ 88 at 10/25/88 , and assigned recordation number(s). 14081-C & 14081-D 14082-C & 14082-D

Sincerely yours,

Nanta L. McLee

Secretary

Enclosure(s)

14082-C
RECORDATION NO. _____ FILED 1988

DEED OF RELEASE

MAY 31 1988 - 10 55 AM

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that the FIRST NATIONAL BANK OF CHICAGO, a National Banking Association duly organized and existing under the laws of the United States of America (hereinafter referred to as the "Mortgagee"), as Mortgagee under Mortgage Indenture and Deed of Trust, Assignment of Leases and Rents, Security Agreement and Financing Statements A and B, each dated June 29, 1983, from CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY and MIDWESTERN RAILROAD PROPERTIES, INCORPORATED to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO and Mortgagee (hereinafter referred to as "Mortgagees") (hereinafter referred to as "Mortgage Indentures and Deeds of Trust").

FOR AND IN CONSIDERATION of the payment of the sum of ONE (\$1.00) DOLLAR and other good and valuable considerations, the receipt whereof is hereby acknowledged, pursuant to its authority as Mortgagee acting for Mortgagees under Section 8.15 of each of the Mortgage Indentures and Deeds of Trust, does hereby RELEASE, REMISE, CONVEY and QUITCLAIM unto North Western Leasing Company, a Delaware corporation, all of the right, title and interest and every claim and demand whatsoever which said Mortgagees may now have or claim to have acquired in, under, through, or by virtue of said Mortgage Indentures and Deeds of Trust, in and to the property more particularly described in Schedule "A" attached hereto and made a part hereof,

This instrument shall in no manner affect the lien or security interest of said Mortgage Indentures and Deeds of Trust as to the remainder of the property therein described and not hereby specifically released.

IN WITNESS WHEREOF, said THE FIRST NATIONAL BANK OF CHICAGO, as Mortgagee, as aforesaid, has caused its name to be signed to this Deed of Release by one of its Vice Presidents thereunto duly authorized, and its corporate seal to be affixed hereunto and attested by one of its Assistant Vice Presidents, this 10th day of May, A.D., Nineteen Hundred and Eighty-Eight.

(SEAL)

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO and
THE FIRST NATIONAL BANK OF CHICAGO,
as Mortgagees as aforesaid

By THE FIRST NATIONAL BANK OF CHICAGO,
as Mortgagee as aforesaid

By

E. H. Maden
Vice President

ATTEST:

Kenneth A. He...
Assistant Vice President

WITNESSES:

TO THE SIGNATURES OF THE OFFICERS OF
THE FIRST NATIONAL BANK OF CHICAGO:

Susan De Franco
James H. Bailey

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, C. Kech a Notary Public, duly commissioned and qualified in and for the County and State aforesaid and residing therein, DO HEREBY CERTIFY THAT Gerald F. Mackin and Kenneth A. Hirsch to me personally known and known to me to be, respectively, a Vice President and a Assistant Vice President of THE FIRST NATIONAL BANK OF CHICAGO, a National Banking Association described in and which executed the within and foregoing Instrument in writing, and known to me to be the identical persons whose names are subscribed to said Instrument, appeared before me this day in person, and being first duly sworn by me, did severally depose and say that Gerald F. Mackin resides in Chicago, IL and that Kenneth A. Hirsch resides in Chicago, IL and they severally acknowledged to me that they are, respectively, a Vice President and a Assistant Vice President of said Association; that as such officers they signed, sealed, and delivered said Instrument in behalf of said Association by authority of its By-Laws as the free and voluntary act and deed of said Association, and as their own free and voluntary act; that they know the seal of said Association; that the seal affixed to said Instrument is the seal of said Association; and that said Association executed said Instrument for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal as such Notary Public, at Chicago, Illinois, this 10th day of MAY A.D., Nineteen Hundred and Eighty-Eight.

C. Kech NOTARY PUBLIC

In and for the County of Cook in the State of Illinois

My Commission as such
Notary Public Expires: 6/9/88

SCHEDULE A

| Qty. | Description | Railroad System No. | Purchase Price | Qty. | Description | Railroad System No. | Purchase Price |
|------|-----------------|------------------------|-------------------|------|--------------------------|------------------------|-------------------|
| 45 | Covered Hoppers | CNW 69877 | \$ 20,827 | 64 | Refrigerated Box Cars | CGW 576 | \$ 20,276 |
| | | CNW 69881 | 20,827 | | | CGW 578 | 20,276 |
| | | CNW 69883 | 20,827 | | | CGW 582 | 19,271 |
| | | CNW 69885 | 20,827 | | | CGW 584 | 19,271 |
| | | CNW 69887 | 20,827 | | | CGW 586 | 19,271 |
| | | CNW 69889 | 20,827 | | | CGW 587 | 19,271 |
| | | CNW 69891 | 20,827 | | | CGW 588 | 19,271 |
| | | CNW 69893 | 20,827 | | | CGW 589 | 19,271 |
| | | CNW 69895 | 20,827 | | | CGW 590 | 19,271 |
| | | CNW 170468 | 14,144 | | | CGW 591 | 19,271 |
| | | CNW 170470 | 14,144 | | | CGW 592 | 19,271 |
| | | CNW 170472 | 14,144 | | | CGW 593 | 19,271 |
| | | CNW 170479 | 14,144 | | | CGW 594 | 19,271 |
| | | CNW 170481 | 14,144 | | | CGW 595 | 19,271 |
| | | CNW 170483 | 14,144 | | | CGW 596 | 19,271 |
| | | CNW 170487 | 14,144 | | | CGW 597 | 19,271 |
| | | CNW 170494 | 14,144 | | | CGW 598 | 19,271 |
| | | CNW 170495 | 14,144 | | | CGW 600 | 19,271 |
| | | CNW 170496 | 14,144 | | | CNW 33201 | 20,082 |
| | | CNW 170522 | 15,073 | | | CNW 33202 | 20,082 |
| | | CNW 170567 | 15,073 | | | CNW 33203 | 20,082 |
| | | CNW 170581 | 15,073 | | | CNW 33204 | 20,082 |
| | | CNW 170719 | 15,073 | | | CNW 33205 | 20,082 |
| | | CNW 170845 | 15,073 | | | CNW 33207 | 20,082 |
| | | CNW 170849 | 15,073 | | | CNW 33208 | 20,082 |
| | | CNW 170854 | 15,073 | | | CNW 33209 | 20,082 |
| | | CNW 170855 | 15,073 | | | CNW 33210 | 20,082 |
| | | CNW 170856 | 15,073 | | | CNW 33211 | 20,082 |
| | | CNW 170857 | 15,073 | | | CNW 33212 | 20,082 |
| | | CNW 170858 | 15,073 | | | CNW 33213 | 20,082 |
| | | CNW 170859 | 15,073 | | | CNW 33214 | 20,082 |
| | | CNW 170860 | 15,073 | | | CNW 33215 | 20,082 |
| | | CNW 170864 | 15,073 | | | CNW 33216 | 20,082 |
| | | CNW 170865 | 15,073 | | | CNW 33217 | 20,082 |
| | | CNW 170866 | 15,073 | | | CNW 33218 | 20,082 |
| | | CNW 170868 | 15,073 | | | CNW 33219 | 20,082 |
| | | CNW 170869 | 15,073 | | | CNW 33220 | 20,082 |
| | | CNW 170884 | 15,073 | | | CNW 33221 | 20,082 |
| | | CNW 170894 | 15,073 | | | CNW 33223 | 20,082 |
| | | CNW 170902 | 15,073 | | | CNW 33224 | 20,082 |
| | | CNW 170908 | 15,073 | | | CNW 33225 | 20,082 |
| | | CNW 170917 | 15,073 | | | CNW 33226 | 20,082 |
| | | CNW 170919 | 15,073 | | | CNW 33227 | 20,082 |
| | | CNW 170921 | 15,073 | | | CNW 33228 | 20,082 |
| | | CNW 170922 | 15,073 | | | CNW 33229 | 20,082 |
| | | | | | | CNW 33230 | 20,082 |
| | | | | | | CNW 33231 | 20,082 |
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| | | | | | | CNW 33242 | 20,082 |
| | | | | | | CNW 33243 | 20,082 |
| | | | | | | CNW 33244 | 20,082 |
| | | | | | | CNW 33245 | 20,082 |
| | | | | | | CNW 33247 | 20,082 |
| | | | | | | CNW 33249 | 20,082 |
| | | | | | | CNW 32250 | 20,082 |
| | | | | | | CNW 32251 | 20,082 |
| | | | | | | CNW 33252 | 20,082 |
| | | | | | | | \$1,993,441 |
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